



HUMAN RESOURCE DEVELOPMENT COUNCIL, INC.
BOZEMAN HOTEL, SUITE 300 • 321 EAST MAIN • BOZEMAN, MT 59715
BOZEMAN (406) 587-4486 • LIVINGSTON (406) 222-0896
GALLATIN, PARK, MADISON AND MEAGHER COUNTIES

August 18, 1992

Secretary of State
Business Services Division
State Capitol
Helena, MT 59620


FILE COPY

Dear Sir or Madam:

Re: Restated Articles of Incorporation
Human Resource Development Council of District IX, Inc.
(a Montana nonprofit corporation)

Enclosed are an original and one copy of the Restated Articles of Incorporation of the above-referenced corporation. The certification required by MCA 35-2-227 (8)(a), 1991 is included on Page 4. A check in the amount of \$15.00 is also included for the filing fee. Please file the Restated Articles at your earliest convenience.

Sincerely,


Belinda D. Rinker
General Counsel

c: Jeffrey K. Rupp

SECRETARY OF STATE
STATE OF MONTANA

COPY

Mike Cooney
Secretary of State



Montana State Capitol
Helena, MT 59620

August 27, 1992

Belinda D. Rinker
HRDC
321 East Main, Suite 300
Bozeman, MT 59715

RE: HUMAN RESOURCE DEVELOPMENT
COUNCIL OF DISTRICT IX, INC.,
a Montana public benefit
corporation
Filed -- August 19, 1992
File D 41535 - 320148

Dear Ms. Rinker:

I've approved the filing of the Restated Articles of
Incorporation. Enclosed is my official Certificate.

If I can be of further help to you, just let me know.

Sincerely,

A handwritten signature in cursive script that reads "Mike Cooney".

MC:cb
Enclosure

SECRETARY OF STATE

STATE OF MONTANA

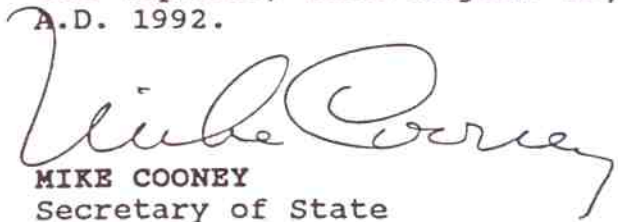
COPY

RESTATED CERTIFICATE OF INCORPORATION

I, MIKE COONEY, Secretary of State of the State of Montana, do hereby certify that the Restated Articles of Incorporation of HUMAN RESOURCE DEVELOPMENT COUNCIL OF DISTRICT IX, INC., a Montana public benefit corporation, and Statement on Adoption thereon duly executed pursuant to the provisions of Section 35-2-226, Montana Code Annotated, has been received in my office and conforms to law.

NOW, THEREFORE, I, MIKE COONEY, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Restated Certificate of Incorporation to HUMAN RESOURCE DEVELOPMENT COUNCIL OF DISTRICT IX, INC., a Montana public benefit corporation, and attach hereto a copy of the Restated Articles of Incorporation and the Statement on Adoption thereon.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this August 19, A.D. 1992.


MIKE COONEY
Secretary of State



320116
STATE OF MONTANA
FILED

RESTATED ARTICLES OF INCORPORATION
OF
HUMAN RESOURCE DEVELOPMENT COUNCIL OF DISTRICT IX, INC. AUG 17 1992

pd \$15.00
SECRETARY OF STATE

Pursuant to Section 35-2-226, M.C.A., 1991, the following are the restated Articles of Incorporation of the Human Resource Development Council of District IX, Inc., a nonprofit corporation, without stock or members. The following restated Articles of Incorporation shall supercede the Corporation's original Articles of Incorporation and any subsequent amendments:

1. The name of this Corporation is the HUMAN RESOURCE DEVELOPMENT COUNCIL OF DISTRICT IX, INC.

2. The Corporation is a public benefit Corporation.

3. The period of duration of this Corporation is perpetual.

4. The purposes for which this Corporation is formed are:

4.1 To undertake programs, obtain funding and take action in cooperation with other public or private entities and federal and state agencies to promote the social and economic betterment and relief of poverty of the residents of the State of Montana, and in particular, Gallatin, Park, Madison and Meagher counties.

4.2 To take all action necessary to secure for the residents of the State of Montana, and in particular for the residents of Gallatin, Park, Madison and Meagher counties, the benefits offered under the

Community Services Block Grant and any extensions or modifications thereof, and any other federal programs available for economic betterment and the relief of poverty, including carrying out those functions specified for a community action agency.

4.3 To promote the social and economic betterment and relief of poverty of the residents of the State of Montana, and in particular, Gallatin, Park, Madison and Meagher counties through appropriate programs, as determined by the Board of Directors. Programs may promote purposes such as the provision of decent housing that is affordable to low-income and moderate-income persons, adequate food, health care, energy assistance, weatherization assistance, enhanced education, employability, economic self sufficiency, greater participation in the affairs of the community, and any other programs which are consistent with the general purpose of this Corporation.

4.4 The Bylaws of the Corporation may establish additional purposes for the Corporation, provided those purposes are consistent with those stated in these Articles.

5. This Corporation is one which does not contemplate maintenance of membership or pecuniary gain or profit to members. It is organized solely for nonprofit purposes and no part of any net earnings of the Corporation shall inure to the benefit of any member, trustee, officer or other individual. However, the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of this Corporation. Notwithstanding any provision in these Articles, the Corporation may not undertake any activity which is inconsistent with its exemption under Section 501(c)(3) of the Internal Revenue Code, or which is illegal under the laws of the United States or the State of Montana.

6. This Corporation shall not issue stock and shall not maintain membership, as its intended beneficiaries are the entire population of socially and economically disadvantaged residents of the State of Montana, and in particular, Gallatin, Park, Madison and Meagher counties.

7. The Corporation's registered office is located at 321 E. Main, Suite 300, Bozeman, MT 59715. Its registered agent at that location is Jeffrey K. Rupp, Executive Director.

8. The Bylaws of the Corporation shall provide for the number, qualification, and tenure of directors, and shall establish the offices of the Corporation, and shall contain any other provisions pertaining to directors and officers. The number of members of the Board of Directors of the

Corporation may be increased or decreased from time to time by amendment of the Bylaws.

9. The Bylaws may also contain such other provisions as are allowed by law and desired by the Board of Directors.

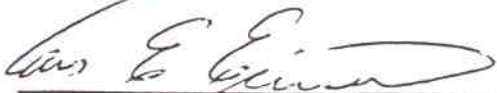
10. In the event of liquidation, dissolution or winding up of the Corporation, the Directors, after paying or making provision for payment of all outstanding corporate liabilities, shall dispose of all of the assets of the Corporation exclusively to entities or organizations which are qualified under 501(c)(3) of the internal revenue code and are organized solely for charitable, educational, religious or scientific purposes.

CERTIFICATE OF ADOPTION

The undersigned, President and Secretary of this Corporation, hereby certify that the foregoing Restated Articles of Incorporation were duly approved and adopted at a regular meeting of the Board of Directors of the Corporation on June 25, 1992. A quorum consisting of 13 members of the existing 13 member Board were present and 13 voted in favor of adoption of the foregoing Restated Articles of Incorporation. Written notice of this meeting, including a copy of the foregoing Restated Articles of Incorporation, noting changes, was given to all members of the Board on June 12, 1992. The restatement of articles does not contain amendments requiring approval by the members or any other person other than the board of directors. This certificate is provided in compliance with MCA 35-2-227(8)(a), 1991.



President



Secretary